

Applied Scholastics International
11755 Riverview Drive
St. Louis, MO 63138

Brainfuse
271 Madison Avenue
New York, NY 10016

Attention Tech Learning Cntr
305 W. Barrow Drive
Chandler, AZ 85225

Club Z! Tutoring Inc.
15310 Amberly Drive, Suite 185
Tampa, FL 33647

Education Station
1001 Fleet Street
Baltimore, MD 21202

Huntington Learning Centers, Inc.
496 Kinderkamack Road
Oradell, NJ 07649

Progressive Learning
2525 Michigan Avenue, A-6
Santa Monica, CA 90404

Specialized Student Services
80 Lake Shore Drive
Marstons Milles, MA 02648



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

Applied Scholastics International
Company Name

11755 Riverview Drive
Street Address

St. Louis, MO 63138
City State Zip Code

Telephone Number: (314) 355-6355

Offeror's Arizona Transaction (Sales) Privilege Tax License Number: _____

Offeror's Federal Employer Identification Number: _____

Bennetta Slaughter
Name of Person Authorized to Sign Offer

Chief Executive Officer
Title of Authorized Person

Bennetta Slaughter 8/16/05
Signature of Authorized Person Date of Offer

Facsimile Number: (314) 355-2621

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amend-
ment(s) to the Solicitation for Offers and
related documents numbered and dated

Amendment No. Date
Amendment No 1 8/2/05

Amendment No. Date

ACCEPTANCE OF OFFER AND CONTRACT AWARD

Your Offer, dated 8-16-2005, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 01.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona

Awarded this 7th day of Sept, 2005.

Douglas C. Peeples
Douglas C. Peeples, MBA, CPPB, CPCM
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

(Company Name)

(Street Address)

(City & State)

(Zip Code)

17. Contractor representative to contact for contract administration purposes:

Keri Lee, SR. Vice President for Project Management
(Name and Title)

11755 Riverview Drive
(Street Address)

St. Louis, MO 63138
(City & State) (Zip Code)

(314) 355-6355 / (314) 355-2621
(Telephone & Facsimile Numbers)

k.lee@appliedscholastics.org
(E-mail Address)



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

BRAINFUSE (A DIVISION OF THE TRUST FORTE CORP.)
Company Name

ALEX SZTUDEN
Name of Person Authorized to Sign Offer

271 MADISON AVE
Street Address

DIRECTOR
Title of Authorized Person

NEW YORK, NY 10016
City State Zip Code

[Signature] Date of Offer
Signature of Authorized Person

Telephone Number: (212) 481-4870

Facsimile Number: (212) 481-4971

Offeror's Arizona Transaction (Sales) Privilege Tax License Number:

N/A

Offeror's Federal Employer Identification Number:

13-370-3116

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amend-
ment(s) to the Solicitation for Offers and
related documents numbered and dated

Amendment No. Date

Amendment No. Date

ACCEPTANCE OF OFFER AND CONTRACT AWARD

Your Offer, dated 8/16/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 02.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona

Awarded this 7th day of Sept, 2005.

[Signature]
Douglas C. Peebles, MBA, CPPB, CPCM
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

(Company Name)

(Street Address)

(City & State)

(Zip Code)

17. Contractor representative to contact for contract administration purposes:

Alex Sztuden, Director
(Name and Title)

271 Madison Avenue
(Street Address)

N.Y., N.Y. 10016
(City & State) (Zip Code)

(212) 481-4870
(Telephone & Facsimile Numbers)

requests@brainfuse.com
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED06-0006**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services

\$ 30.00 - 1/2 40.00
(For One-to-One Tutoring)

If payment is made within 30 calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by 3%. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

ATTENTION Tech Learning Center JACCI HALL
Company Name Name of Person Authorized to Sign Offer
305 W BARROW DRIVE
Street Address PRESIDENT
CHANDLER AZ 85225
City State Zip Code Title of Authorized Person
Jacqui Hall
Signature of Authorized Person
Telephone Number: 480-926-2987 Facsimile Number: 480-926-9419
Offeror's Arizona Transaction (Sales) Privilege Tax License Number: 100051071 - Chandler
Offeror's Federal Employer Identification Number: 54-1060541

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amendment(s) to the Solicitation for Offers and related documents numbered and dated

Amendment No. Date

Amendment No. Date

ACKNOWLEDGMENT BY OFFEROR AND CONTRACT AWARD

Your Offer, dated 8/17/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 03.

~~You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.~~

State of Arizona

Awarded this 7th day of Sept, 2005.

Douglas C. Peeples
Douglas C. Peeples, MBA, CPPB, CPCU
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

CAMEL COMMUNITY, INC DBA ATTENTION
(Company Name) TECH LEARNING CENTER
305 W BARROW DR.
(Street Address)
CHANDLER AZ 85225
(City & State) (Zip Code)

17. Contractor representative to contact for contract administration purposes:

Jacqui Dhall, President
(Name and Title)
305 W Barrow Dr
(Street Address)
CHANDLER, AZ-85225
(City & State) (Zip Code)
480-926-2987 - 480-926-9419
(Telephone & Facsimile Numbers)
JacquiDhall@qwest.net
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED06-0006**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services

*\$ 55 individual
\$ 30 in groups
of 1-3*

If payment is made within _____ calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by _____%. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

Club Z! Tutoring Inc.
Company Name

15310 Amberly Drive, Suite 185
Street Address

Tampa FL 33647
City State Zip Code

Telephone Number: 800-434-2582

Offeror's Arizona Transaction (Sales) Privilege Tax License Number:

Offeror's Federal Employer Identification Number:

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amendment(s) to the Solicitation for Offers and related documents numbered and dated

Amendment No. Date
1 8/2/05

Amendment No. Date

Todd Walden
Name of Person Authorized to Sign Offer

Supplemental Services Director
Title of Authorized Person

Todd Walden 08/16/05
Signature of Authorized Person Date of Offer

Facsimile Number: 813-932-2485

370 86 8768

59-3340709

ACCEPTANCE OF OFFER AND CONTRACT AWARD

Your Offer, dated 8/16/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006-04.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona

Awarded this 7th day of Sept, 2005.

Douglas C. Peeples
Douglas C. Peeples, MBA, CPPB, CPCM
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

Club Z! Tutoring Inc.
(Company Name)

15310 Amberly Drive, Suite 185
(Street Address)

Tampa FL 33647
(City & State) (Zip Code)

17. Contractor representative to contact for contract administration purposes:

Todd Walden Supplemental Education Services
(Name and Title) Director

15310 Amberly Dr. Suite 185
(Street Address)

Tampa FL 33647
(City & State) (Zip Code)

800-434-2582 ; 813-932-2485
(Telephone & Facsimile Numbers)

ses@clubztutoring.com
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED05-0080**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services

\$ 60.00

If payment is made within 30 calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by 0%. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

Education Station
Company Name

1001 Fleet Street
Street Address

Baltimore MD 21202
City State Zip Code

Telephone Number: 410 843-8122

Jeffrey H. Cohen
Name of Person Authorized to Sign Offer

President
Title of Authorized Person

[Signature] 8/17/05
Signature of Authorized Person Date of Offer

Facsimile Number: 410-843-8556

Offeror's Arizona Transaction (Sales) Privilege Tax License Number:

Offeror's Federal Employer Identification Number:

20-2281970

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amendment(s) to the Solicitation for Offers and related documents numbered and dated

Amendment No. Date
#18-2-05

Amendment No. Date

ACCEPTANCE OF OFFER AND CONTRACT AWARD

Your Offer, dated 8/17/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 05.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona

Awarded this 17th day of Sept, 2005.

[Signature]
Douglas C. Peeples, MBA, CPPB, CPCM
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

Education Station-Catapult Learning
(Company Name)
P.O. Box 932300
(Street Address)
Atlanta, GA 31193-2300
(City & State) (Zip Code)

17. Contractor representative to contact for contract administration purposes:

Matt Stringer - Partnership Development Director
(Name and Title)
1001 Fleet Street
(Street Address)
Baltimore, MD 21202
(City & State) (Zip Code)
(P) 410-843-8122 (F) 410-843-8556
(Telephone & Facsimile Numbers)
Matthew.Stringer@educate.com
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED06-0006**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services \$ _____ *

*In order to maximize academic achievement gains, services are not offered to students on an hourly basis. Instead, as noted above, students will be offered a program that includes the maximum number of hours attainable, based upon individual districts' federally-mandated per pupil allocations. Consequently, the actual cost for services is expected to vary widely by district, depending upon the actual program fee and hours of services offered.

If payment is made within _____ calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by _____. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

Huntington Learning Centers, Inc.
Company Name

496 Kinderkamack Rd
Street Address

Oradell N.J. 07649
City State Zip Code

Telephone Number: 800-692-8400

Russell Miller
Name of Person Authorized to Sign Offer

Vice President
Title of Authorized Person

[Signature] 8/17/05
Signature of Authorized Person Date of Offer

Facsimile Number: 800-466-1831

Offeror's Arizona Transaction (Sales) Privilege Tax License Number:

Offeror's Federal Employer Identification Number:

22-2602261

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amendment(s) to the Solicitation for Offers and related documents numbered and dated

Amendment No.	Date
<u>1</u>	<u>8/17/05</u>

Amendment No.	Date

ACCOMPLISHMENT OF OFFER AND CONTRACT AWARD

Your Offer, dated 8/17/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 06.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona

Awarded this 17th day of Sept, 2005.

[Signature]
Douglas C. Peeples, MBA, CPPB, CPCP
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

Huntington Learning Centers, Inc.
(Company Name)
4916 Kinderkamack Road
(Street Address)
Oradell, NJ 07649
(City & State) (Zip Code)

17. Contractor representative to contact for contract administration purposes:

Julie DeLuca, School Services Manager
(Name and Title)
4916 Kinderkamack Rd
(Street Address)
Oradell, NJ 07649
(City & State) (Zip Code)
800-492-8400 Ext 486 / 800-466-1831
(Telephone & Facsimile Numbers)
deluccaj@huntingtonlearningcenter.com
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED06-0006**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services

\$ 45.00

If payment is made within 15 calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by 2%. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

Progressive Learning
Company Name
2525 Michigan Ave, A-6
Street Address
Santa Monica, CA 90404
City State Zip Code
Telephone Number: 310-315-1444

Ralph Fagen
Name of Person Authorized to Sign Offer
Executive Director
Title of Authorized Person
[Signature] 8/15/05
Signature of Authorized Person Date of Offer
Facsimile Number: 310-264-5500

Offeror's Arizona Transaction (Sales) Privilege Tax License Number:

Offeror's Federal Employer Identification Number:

95-4702132

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amend-
ment(s) to the Solicitation for Offers and
related documents numbered and dated

Amendment No. Date

Amendment No. Date

ACCEPTANCE OF OFFER AND CONTRACT AWARD

Your Offer, dated 8/15/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 07.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona
Awarded this 7th day of Sept, 2005.
[Signature]
Douglas C. Peeples, MBA, CPPB, CPCU
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

Progressive Learning
(Company Name)

2525 Michigan Ave, A-6
(Street Address)

Santa Monica, CA 90404
(City & State) (Zip Code)

17. Contractor representative to contact for contract administration purposes:

Lisa Gruber, Director of Accountability
(Name and Title)

2525 Michigan Ave - A-6
(Street Address)

Santa Monica, CA 90404
(City & State) (Zip Code)

tel- 310-315-1444 fax- 310-264-5500
(Telephone & Facsimile Numbers)

info@progressivelearning.com
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED06-0006**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services

\$ 37

If payment is made within 10 calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by 1%. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.



OFFER AND AWARD

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

OFFER

The Undersigned hereby offers and agrees to furnish the materials, service(s) or construction in compliance with all the terms, conditions, specifications and amendments in the solicitation.

Specialized Student Services

Company Name

80 Lake Shore Drive

Street Address

Marstons Milles, MA 02648

City

State

Zip Code

Telephone Number: 508-420-6818

Offeror's Arizona Transaction (Sales) Privilege Tax License Number:

Offeror's Federal Employer Identification Number:

Acknowledgement of Amendment(s):
(Offeror acknowledges receipt of amend-
ment(s) to the Solicitation for Offers and
related documents numbered and dated

Amendment No. Date
08-02-2005

Amendment No. Date

Diana Lam

Name of Person Authorized to Sign Offer

Chief Operating Officer

Title of Authorized Person

Diana Lam

8/17/05

Signature of Authorized Person

Date of Offer

Facsimile Number: 508-420-6819

522073228

ACCEPTANCE OF OFFER AND CONTRACT AWARD

Your Offer, dated 8/17/05, is hereby accepted as described in the Notice of Award. You are now bound to perform based upon the solicitation and your Offer, as accepted by the State.

This Contract shall henceforth be referred to as Contract Number ED06-0006- 08.

You are hereby cautioned not to commence any billable work or provide any material, service or construction under this contract until you receive an executed purchase order, contract release document, or written notice to proceed, if applicable.

State of Arizona

Awarded this

7th day of

Sept, 2005.

Douglas C. Peoples, MBA, CPPB, CPCM
Procurement Director

SECTION 2
SPECIAL TERMS AND CONDITIONS

ARIZONA DEPARTMENT OF EDUCATION
Procurement Section
1535 West Jefferson Street, Bin #37
Phoenix, Arizona 85007

SOLICITATION NO. ED06-0006

13. **Inclusive Offeror.** Offeror(s) are encouraged to make every effort to utilize subcontractors that are small, women-owned and/or minority owned business enterprises. This could include subcontracts for percentage of your tutoring services. Offerors who are committing a portion of their work to such subcontractors shall do so by identifying the type of service and work to be performed by providing detail concerning your organization's utilization of small, women-owned and/or minority business enterprises. Emphasis should be placed on specific areas that are subcontracted and percentage of contract utilization and how this effort will be administered and managed, including reporting requirements.
14. **Payment.** The Contractor shall be paid the total amount set forth in Attachment 6.1 of the Contract upon verification by the eligible recipient agency that the Contractor satisfactorily delivered the goods or services set forth in the Scope of Work or specifications.
15. **Invoices.** The Contractor shall submit invoices in a mutually acceptable format for work that has been performed in accordance with the contract terms and conditions and accepted by the LEA.
16. **Mailing of Payments.** Address to which payment should be mailed, if different than that listed on the Offer and Award Form.

Specialized Student Services
(Company Name)

8508 Loch Raven Blvd., Suite E
(Street Address)

Baltimore, MD 21286
(City & State) (Zip Code)

17. Contractor representative to contact for contract administration purposes:

Diana Lam, Chief Operating Officer
(Name and Title)

80 Lake Shore Drive
(Street Address)

Marstons Mills, MA 02648
(City & State) (Zip Code)

508-420-8991 FAX: 410-339-7496
(Telephone & Facsimile Numbers)

diam@alternativesunlimited.com
(E-mail Address)

**ATTACHMENT 6.1
FEE SCHEDULE
SOLICITATION NO. ED06-0006**

The district is limited in how much it can spend to provide supplemental educational services for each eligible student. Specifically, the per pupil spending limit allocated to each district for supplemental educational services is as shown in their Title I allocation notice.

Cost per hour for supplemental educational services \$ 19.00

If payment is made within n/a calendar days after acceptance of goods and/or services, the above quoted price, excluding sales tax, shall be discounted by n/a%. (Refer to Uniform Instructions To Offerors for discount requirements.)

Notice: If the transaction privilege (sales) taxes are not described and itemized on the offer, the State will assume that the price(s) offered includes all applicable taxes.